

Billy G. Leonard, Jr.
Texas Bar No. 12208100
Attorney at Law
1650 W. Virginia Street, Suite 211
McKinney, Texas 75069-7703
Telephone (469) 742-0855
Fax (469) 442-0135

and

Kevin H. Good
Texas Bar No. 08139300
Conner & Winters LLP
1700 Pacific Avenue
Suite 2250
Dallas, Texas 75201
Telephone (214)217-8070
Fax (214) 217-8861

Attorneys for Aviation Parts Supply, Inc.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

SUPERIOR AIR PARTS, INC.,

Debtor.

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**Case No. 08-36705
Chapter 11**

**AVIATION PARTS SUPPLY, INC.'S MOTION TO EXPEDITE
HEARING DATE ON APPROVAL OF AVIATION PARTS SUPPLY, INC.'S
DISCLOSURE STATEMENT OR, IN THE ALTERNATIVE,
MOTION TO CONTINUE HEARING ON THE ADEQUACY OF
DEBTOR'S DISCLOSURE STATEMENT**

Aviation Parts Supply, Inc. ("APS"), a creditor and party in interest, files this Motion to Expedite Hearing Date on Approval of Aviation Parts Supply's Disclosure Statement (the "Motion") and would show the Court as follows:

**AVIATION PARTS SUPPLY, INC.'S MOTION TO SHORTEN NOTICE, SET DEADLINES, AND EXPEDITE
HEARING DATE ON APPROVAL OF AVIATION PARTS SUPPLY, INC.'S DISCLOSURE STATEMENT**

1. On July 15, 2009, APS filed its competing Plan of Reorganization ("APS Plan") and Disclosure Statement for Competing Plan of Reorganization for Superior Air Parts. On July 16, 2009, the APS Disclosure Statement and Plan were served on all parties entitled to notice pursuant to Bankruptcy Rule 2002(b) at that time.

2. The Debtor has filed the following on the following dates:

- a. Original Disclosure Statement and Plan of Reorganization
May 15, 2009;
- b. Amended Disclosure Statement and Plan of Reorganization
June 23, 2009;
- c. Second Amended Disclosure Statement and Plan of Reorganization
July 9, 2009; and
- d. is scheduled to file its Third Amended Disclosure Statement and Plan of Reorganization on July 17, 2009.

3. The Court has recently set the hearing to approve the Debtor's yet to be filed Third Amended Disclosure Statement and Plan of Reorganization for hearing on Wednesday, July 22 at 3:30 PM. As of the filing of this Motion, no notice of this hearing has not yet been served.

4. Pursuant to Bankruptcy Rule 2002(b), creditors and all parties-in-interest are entitled to 25 days' notice of the deadline for objections and the hearing date to consider approval of a disclosure statement. However, the notice requirement can be shortened upon a showing of cause under Bankruptcy Rule 9006(c).

5. APS requests that this Court set a hearing on the adequacy of the APS Disclosure Statement for the same date and time as the hearing on the adequacy of the Debtor's yet to be filed Third Amended Disclosure for its Plan of Reorganization for the following reasons:

- a. The APS Disclosure Statement and Plan of Reorganization, though considerably expanded, is substantively the same with respect to the treatment of the creditors as the Debtor's Plan of Reorganization. Subject to a review of the Debtor's yet to be filed Third Amended Disclosure Statement, APS believes that the only creditor treated differently under the APS plan is TAG.
- b. The contents of the APS Disclosure Statement are considerably more detailed than the Debtor's Disclosure Statement, e.g. Exhibit C contains an Income Statement, Balance Sheet and Cash Flow Statement, such that any objection and revision necessary to cure the Debtor's Disclosure Statement will likely already be addressed in the APS Disclosure Statement or can be revised in a manner similar to any changes in the Debtor's Disclosure Statement.
- c. TAG has been aware of the contents of the APS Plan, as the APS Plan is essentially the same as the plan that was negotiated by and between APS, the Debtor, the Creditors' Committee and TAG, and was about to be filed during the week of June 15, 2009, until the appearance of Brantly. TAG will not be prejudiced in any respect as its treatment has been well known by TAG.
- d. Because of the disclosure made by the Debtor at the hearing in this matter on Tuesday, July 14, 2009 that the Brantly funds were not immediately available in Brantly's bank in the United States as had been previously reported to the

Court, but rather were, in fact, contingent and still subject to approvals to be obtained from the government of the People's Republic of China and that additional time may be required post confirmation to obtain such approvals and the funds, the APS Plan needs to be placed on the same schedule as the Debtor's Plan to assure that the Debtor is reorganized in a timely manner and that the failure of Brantly to obtain its funding does not result in the liquidation of a company that is capable of a successful reorganization.

e. Based on the announcements made at the July 14th hearing, APS understands that the yet to be filed Third Amended Disclosure Statement and Plan of Reorganization will contain material changes with respect to the now contingent funding of the Brantly plan, the potential extension of time of the Effective Date and the further obligations to make payments after August 31 in the event that Brantly cannot fund the plan in a timely manner. None of this information has yet been transmitted to the creditors to determine whether the creditors have any objections to same. Contrary to the new and yet to be filed Third Amended Disclosure Statement of the Debtor, the APS Disclosure Statement does not contain such contingencies that need to be tested for the adequacy of their disclosure.

6. APS also requests that the Court set the same deadline for objections to the APS Disclosure Statement as that set for the yet to be filed Third Amended Disclosure Plan and Plan of Reorganization of the Debtor, i.e., July 21 at 5:00 PM.

7. Shortening notice and the deadlines are warranted so that the APS Plan can be put on the same schedule as the Debtor's Plan. Moreover, shortening time and allowing the APS Plan to be placed on the same schedule as the Debtor's plan will allow the creditors a truly informed choice.

8. No party-in-interest will be prejudiced by the relief required in this Motion and cause exists to grant same. Because of the details and schedules included in the APS Disclosure Statement, any objections will likely be addressed with minor modifications which APS will endeavor to address prior to the hearing on the adequacy thereof.

9. In the alternative, APS moves that the hearing on the adequacy of Debtor's Disclosure Statement and Plan of Reorganization be continued to a date and time when both the Debtor's Disclosure Statement and the APS Disclosure Statement can be considered by the Court. In this regard, APS submits, based upon information provided to all parties by Mr. Kent Abercrombie on Tuesday, July 14, that the Debtor is not on the verge of running out of cash, but rather can be managed successfully through the end of September 2009 and thereafter if a line of credit is made available to him. Thus, the exigency of the situation has dissipated somewhat and the now unnecessary hasty handling of this matter could serve to prejudice the Debtor and its creditors.

WHEREFORE, APS requests that the Court (i) set a deadline for objections to the APS Disclosure Statement for July 21, 2009 at 5:00 PM; (ii) set a hearing date of July 22, 2009 at 3:30 PM for the Approval of APS' Disclosure Statement; (iii) in the alternative, continue the hearing now set on the adequacy

of the Debtor's Disclosure Statement and establish a new schedule whereby the Debtor's Plan and the APS are placed on parallel tracks and (iv) grant such other and further relief to which APS may be justly entitled.

/s/ Billy G. Leonard, Jr.

Billy G. Leonard, Jr.
Texas Bar No. 12208100
Attorney at Law
1650 W. Virginia Street, Suite 211
McKinney, Texas 75069-7703
Telephone (469) 742-0855
Fax (469) 442-0135

and

Kevin H. Good
Texas Bar No. 08139300
Conner & Winters LLP
1700 Pacific Avenue
Suite 2250
Dallas, Texas 75201
Telephone (214)217-8070
Fax (214) 217-8861

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CERTIFICATE OF CONFERENCE

The Undersigned certifies that the substance of this Motion was discussed with counsel for the Debtor and counsel for the Creditors' Committee and no agreement could be reached. As such, it is submitted to the Court for consideration and decision.

/s/ Kevin H. Good

Kevin H. Good

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the above and foregoing document was served upon those parties receiving electronic notification from the Court's electronic filing system and via e-mail to Mr. Stephen Roberts, counsel for the Debtor and Mr. David Parham, counsel for the Unsecured Creditors' Committee and upon the parties on the attached service list via First Class U. S. Mail, postage prepaid and email on July 16, 2009.

/s/ Kevin H. Good
Kevin H. Good

The leftist Aircraft Engines
Noblitz, Nürnberg, 14 D-91097
Germany

Deutsche
Germany

CEP 13460-000

Mahle Engine Components
60498 Marine Road
Atlantic IA 50022-8291

CEP 13460-000

KSP-Stoess
Riedovia Arnold, Julian Mautberg
4000 Dinslak Industriehof No
New York, NY 10171

Coppell, TX 75019-3805

Chester Salomon
Becker, Glynn, Mohamed & Muller LLP
299 Park Avenue
New York, NY 10171

New York, NY 10171

City of Coppell/Coppell ISD
Mary McCafferty, Tax Assessor Collector
PO Box 9478
Coppell, TX 75019-3805

Kent Abacrombie

Superior Air Parts, Inc.

621 S. Royal Lane, Suite 100

Coppell, TX 75019-3805

Dallas, TX 75201

Dallas, TX 75